

**Exhibit 5**

Additions are underlined  
 Deletions are in [brackets]

\* \* \* \* \*

NYSE MatchPoint<sup>SM</sup> System

[Effective from February 1, 2010 through March 31, 2010 –]

Equity per Share Charge – per execution.\* [is waived.]

<b><u>THRESHOLD CRITERIA</u></b>	
<b><u>Average Daily Volume of Shares Executed/Entered Per Month**</u></b>	<b><u>Rate Per Share Executed</u></b>
<u>50,000 shares or less executed or 499,999 shares or less entered</u>	<u>\$.0015 per share</u>
<u>Over 50,000 to 499,999 shares executed or 500,000 to 4,999,999 shares entered</u>	<u>\$.0010 per share</u>
<u>500,000 shares and greater executed or over 5,000,000 shares entered</u>	<u>\$.0005 per share</u>

\*Shares executed through an internal match will not be subject to these fees.

\*\* Shares “entered” mean those shares that participate in any MatchPoint matching session.

The fees are calculated based on the criterion (“executed” or “entered”) that achieves the lowest rate per share on a monthly basis.

For April 2010, the fees will be calculated based on the threshold criteria during the number of trading days remaining in April 2010 following the effective date of this fee filing (SR-NYSE-2010-29).